

RECORDATION NO. 23727-67 FILED

OCT 02 '06

8-15 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

October 2, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice, dated as of October 1, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease (2001B-1) previously filed with the Board under Recordation Number 23727.

The name and address of the party to the enclosed document are:

Lessee: Bombardier Capital Rail Inc.
(f/k/a NorRail, Inc.)
12735 Gran Bay Parkway West
Suite 1000
Jacksonville, FL 32258

[Lessor: Manufacturers and Traders Trust Company
(successor to Allfirst Financial Center National
Association)
25 South Charles Street
Baltimore, MD 21202]

Mr. Vernon A. Williams
October 2, 2006
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A description of the railroad equipment covered by the enclosed document is:

1 railcar remarked to FEC 300667 (previously TR 300667).

A short summary of the document to appear in the index is:

Notice.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

BOMBARDIER

October 1, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

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SURFACE TRANSPORTATION BOARD

Bombardier Capital Rail Inc.
12735 Gran Bay Parkway West
Suite 1000
Jacksonville, FL 32258 United States
www.bombardier.com
TEL (904) 288-1000
FAX (904) 288-2155

Re: Memorandum of Lease (2001B-1), dated as of October 31, 2001 between Allfirst Financial Center National Association, Lessor, and Bombardier Capital Rail Inc., Lessee, filed with the Board on October 30, 2001 at 2:21 p.m. under Recordation Number 23727 (BCRI's headlease 18)

Dear Mr. Williams:

With reference to the railroad equipment covered by the recordation shown above, we wish to advise:

1. One of the railcars has been remarked. The new mark is FEC 300667. The prior mark was TR300667.

Please file this change under the Recording Number(s) shown above.

Very truly yours,

Catherine Hawks

Catherine Hawks
Senior Attorney

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

ss.

On this 1st day of October, 2006, before me appeared **Catherine Hawks**, to me personally known, who, being duly sworn did say that she is the Senior Attorney of BOMBARDIER CAPITAL RAIL INC. (f/k/a NorRail, Inc.), and that said instrument was signed on behalf said corporation by authority of its board of directors and she acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Gail M. Porter

NOTARY PUBLIC
My Commission Expires:



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

10/2/06



Robert W. Alvord